

HELM CHESAPEAKE
LIMITED PARTNERSHIP

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA 2-DAY UPS

March 16, 2001



Mr. Vernon Williams
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are **two (2)** originals of a Memorandum of Full Maintenance Lease Agreement dated August 25, 2000 ("**Memorandum**"), between the following parties:

Lessor:	Helm Chesapeake Limited Partnership One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Martin Marietta Materials, Inc. 160 James Drive East. Ste. 200 St. Rose, LA 70087

A short summary of the document to appear in the index follows:

Memorandum of Full Maintenance Lease Agreement dated August 25, 2000 between Helm Chesapeake Limited Partnership as Lessor and Martin Marietta Materials, Inc. as Lessee, covering forty (40) railcars from within the series **HCSX 100-139**.

Please file this Memorandum as a primary document and return one (1) stamped original to my attention. A check covering the filing fee of twenty-seven dollars (\$27.00) is enclosed.

Yours truly,

Alison Drain
Alison Drain
Document Administrator

/ad
Enclosures (2)

Stb/memorand/mm0003.00

ad/03/15/01

RECORDATION NO. **23436** FILED

MAR 30 '01 2-30 PM
TS
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is dated as of August 25, 2000 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of August 25, 2000 ("Lease") between HELM CHESAPEAKE LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor"), and MARTIN MARIETTA MATERIALS, INC., a North Carolina corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM CHESAPEAKE LIMITED
PARTNERSHIP

MARTIN MARIETTA MATERIALS, INC.

CM By: DMR E. Eckles

By: H. Donovan Ross

Print Name: David R. Eckles

Print Name: H. DONOVAN ROSS

Title: President

Title: Vice President

RECORDATION NO. 23436 FILED

MAR 30 '01 2-30 PM

SURFACE TRANSPORTATION BOARD

CM

SCHEDULE A
TO THE MEMORANDUM OF LEASE

THE UNITS

Equipment Description: Forty (40), 3,350 cubic foot, 100-ton capacity four-pocket open top hopper railcars with 45 degree interior and exterior slope sheets. Built by Bethlehem Steel in 1974-1976.

Reporting Marks: HCSX 100-139

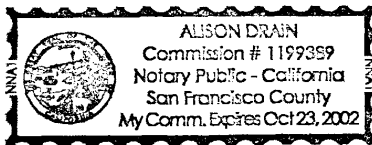
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 15th, 2001, before me, Alison Drain,
personally appeared David R. Eckles, President of HELM CHESAPEAKE LIMITED
PARTNERSHIP,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF Louisiana)
Paul) S.S.
COUNTY OF Jefferson)

On 2-9, 2001, before me, Sam S. Kyriak, personally appeared
H. Donovan Ross, Vice President, of MARTIN MARIETTA MATERIALS, INC.

— personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s)
acted, executed the instrument.

Witness my hand and official seal.

[Signature]
SIGNATURE OF THE NOTARY

[Notarial Seal]